

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

<p>In re:</p> <p>The Financial Oversight and Management Board for Puerto Rico,</p> <p>as representative of</p> <p>The Commonwealth of Puerto Rico, et al.</p> <p>Debtors.<sup>1</sup></p>	<p>PROMESA Title III</p> <p>No. 17 BK 3283-LTS</p> <p>(Jointly Administered)</p>
<p>In re:</p> <p>The Financial Oversight and Management Board For Puerto Rico,</p> <p>as representative of</p> <p>Puerto Rico Sales Tax Financing Corporation ("COFINA"),</p> <p>Debtor.</p>	<p>PROMESA Title III</p> <p>No. 17 BK 3284-LTS</p> <p>This Document relates to COFINA Title III Case only</p>

**THIRD SUPPLEMENTAL VERIFIED STATEMENT OF THE  
SENIOR COFINA BONDHOLDERS' COALITION PURSUANT  
TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

The COFINA Senior Bondholders' Coalition, consisting of certain individual members and certain institutions that hold and/or manage funds, entities and/or accounts holding approximately

---

<sup>1</sup> The Debtors in these Title III cases, along with each Debtor's respective bankruptcy case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

30% of all senior bonds (the “Senior Bonds”) issued by the Puerto Rico Sales Tax Financing Corporation (“COFINA”), hereby submits this third supplemental verified statement (the “Third Supplemental Statement”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), made applicable to the COFINA Title III case (the “Case”) by Section 310 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), 48 U.S.C. § 2170, and respectfully states as follows:

1. Certain members of the COFINA Senior Bondholders’ Coalition initially retained Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”) in June 2015. In August 2015, the COFINA Senior Bondholders’ Coalition retained Reichard & Escalera LLC (with Quinn Emanuel, “Counsel”). From time to time thereafter, certain additional holders of COFINA Senior Bonds have joined the COFINA Senior Bondholders’ Coalition. Counsel appears in the Case on behalf of the COFINA Senior Bondholders’ Coalition as presently constituted.

2. On July 25, 2017, Counsel submitted the Verified Statement of the COFINA Senior Bondholders’ Coalition Pursuant to Federal Rule of Bankruptcy Procedure 2019 [Docket No. 205].

3. On August 18, 2017, Counsel submitted the First Supplemental Verified Statement of the COFINA Senior Bondholders’ Coalition Pursuant to Federal Rule of Bankruptcy Procedure 2019 [Docket No. 212].

4. On October 26, 2017, Counsel submitted the Second Supplemental Verified Statement of the COFINA Senior Bondholders’ Coalition Pursuant to Federal Rule of Bankruptcy Procedure 2019 [Docket No. 234].

5. Counsel submits this Third Supplemental Statement to update the disclosable economic interests currently held by the COFINA Senior Bondholders’ Coalition in accordance with the Order Further Amending Case Management Procedures and the Third Amended Case

Management Procedures [Case No. 17 BK 3283-LTS; Docket No. 1512] (the “Third Amended Case Management Order”).

6. The members of the COFINA Senior Bondholders’ Coalition hold disclosable economic interests, or act as investment advisors or managers to funds, entities and/or accounts or their respective affiliates that hold disclosable economic interests in relation to COFINA. The members of COFINA Senior Bondholders’ Coalition hold, or are the investment advisors or managers to funds, entities and/or accounts that hold, approximately \$2,346,675,588 in aggregate amount of COFINA Senior Bonds (based on their accreted value as of January 9, 2018) and approximately \$900,221,810 in aggregate amount of COFINA subordinate bonds (based on their accreted value as of January 9, 2018). In accordance with the requirements of Bankruptcy Rule 2019, and based upon information provided to Counsel by each member of the COFINA Senior Bondholders’ Coalition, attached hereto as Exhibit A is a list of the names, addresses, and “the nature and amount of all disclosable economic interests” held in relation to COFINA by each present member of the COFINA Senior Bondholders’ Coalition as of January 9, 2018.

7. As of the date of this Third Supplemental Statement, Counsel represents only the COFINA Senior Bondholders’ Coalition in respect of their COFINA Senior Bonds and does not represent or purport to represent any entities other than the COFINA Senior Bondholders’ Coalition with respect to the Case. The COFINA Senior Bondholders’ Coalition does not (a) assume any fiduciary or other duties to any other entities in connection with the Case, or (b) represent or purport to represent any other entities in connection with the Case. To the extent any member of the COFINA Senior Bondholders’ Coalition holds interests other than COFINA Senior

Bonds, the COFINA Senior Bondholders' Coalition does not represent such other interest, nor does Counsel represent group members with respect to such other interests.

8. Nothing contained in this Third Supplemental Statement (or Exhibit A hereto) is intended to or should be construed to constitute (a) a waiver or release of any claims filed or to be filed against or interests in COFINA or any of the other title III Debtors held by any member of the COFINA Senior Bondholders' Coalition, its affiliates or any other entity, or (b) an admission with respect to any fact or legal theory. Nothing in this Third Supplemental Statement (or Exhibit A hereto) should be construed as a limitation upon, or waiver of, the COFINA Senior Bondholders' Coalition's rights to assert, file and/or amend their claims in accordance with the applicable law and any Orders entered in this Case.

9. Additional holders of COFINA Senior Bonds may become members of the COFINA Senior Bondholders' Coalition, and certain members of the COFINA Senior Bondholders' Coalition may cease to be members in the future. Counsel reserves the right to amend or supplement this Third Supplemental Statement as necessary for that or any other reason in accordance with Bankruptcy Rule 2019.

**[Signature Page Follows]**

10. The undersigned hereby verifies that the foregoing is true and accurate, to the best of the undersigned's knowledge and belief.

DATED: January 16, 2018

Respectfully submitted,

REICHARD & ESCALERA

QUINN EMANUEL URQUHART &  
SULLIVAN, LLP

**By :** /s/ Rafael Escalera  
**Rafael Escalera**  
USDC No. 122609  
escalera@reichardescalera.com

**Susheel Kirpalani** (*pro hac vice*)  
susheelkirpalani@quinnemanuel.com

**Eric Winston** (*pro hac vice*)  
ericwinston@quinnemanuel.com

/s/ Sylvia M. Arizmendi  
**Sylvia M. Arizmendi**  
USDC-PR 210714  
arizmendis@reichardescalera.com

**Daniel Salinas**  
USDC-PR 224006  
danielsalinas@quinnemanuel.com

/s/ Fernando Van Derdys  
**Fernando Van Derdys**  
USDC-PR 201913  
fvander@reichardescalera.com

**Eric Kay** (*pro hac vice*)  
erickay@quinnemanuel.com

/s/ Carlos R. Rivera-Ortiz  
**Carlos R. Rivera-Ortiz**  
USDC-PR 303409  
riverac@reichardescalera.com

**Kate Scherling** (*pro hac vice*)  
katescherling@quinnemanuel.com

/s/ Gustavo A. Pabón-Rico  
**Gustavo A. Pabón-Rico**  
USDC-PR 231207  
pabong@reichardescalera.com

**Darren M. Goldman** (*pro hac vice*)  
darrengoldman@quinnemanuel.com

51 Madison Avenue, 22<sup>nd</sup> Floor  
New York, New York 10010-1603

255 Ponce de León Avenue  
MCS Plaza, 10th Floor  
San Juan, Puerto Rico 00917-1913

*Co-Counsel for the COFINA Senior Bondholders*

**Exhibit A**

**Names, Addresses and Disclosable Economic Interests of the  
Members of the COFINA Senior Bondholders' Coalition<sup>1</sup>**

<b>Name of Creditor<sup>2</sup></b>	<b>Address</b>	<b>Nature and Amount of Disclosable Economic Interests in COFINA Bonds<sup>3</sup></b>
Fideicomiso Plaza	131 Dorado Beach East, Dorado PR 00646	\$1,210,000 Uninsured COFINA Senior Bonds
Decagon Holdings 1, L.L.C.	Decagon Holdings 1, L.L.C., 800 Boylston Street, Boston, MA 02199	\$3,313,755 Insured COFINA Senior Bonds \$26,397,724 Uninsured COFINA Senior Bonds \$27,616,602 Uninsured COFINA Subordinate Bonds
Decagon Holdings 2, L.L.C.	Decagon Holdings 2, L.L.C., 800 Boylston Street, Boston, MA 02199	\$4,371,952 Insured COFINA Senior Bonds \$34,357,140 Uninsured COFINA Senior Bonds \$35,024,083 Uninsured COFINA Subordinate Bonds
Decagon Holdings 3, L.L.C.	Decagon Holdings 3, L.L.C., 800 Boylston Street, Boston, MA 02199	\$1,771,582 Insured COFINA Senior Bonds \$14,041,093 Uninsured COFINA Senior Bonds \$14,713,405 Uninsured COFINA Subordinate Bonds

<sup>1</sup> To the best of Counsel's knowledge, the information included herein is accurate as of January 9, 2018. The amounts set forth herein include only outstanding principal (accreted value for capital appreciation bonds) and do not include overdue interest, interest on overdue interest and principal, or other amounts that may be owing under the applicable debt documents and laws.

<sup>2</sup> Each person or entity on this Exhibit A holds disclosable economic interests, or acts as investment advisor or manager to funds, entities and/or accounts or their respective affiliates that hold disclosable economic interests, in relation to COFINA.

<sup>3</sup> The members of the COFINA Senior Bondholders' Coalition are identifying their insured bonds in order to comply with the Third Amended Case Management Order. The members of the COFINA Senior Bondholders' Coalition have the right to vote on any restructuring for all of their bonds and do not waive any rights, claims, or defenses against COFINA or any insurer of their bonds including, without limitation, with respect to voting, all of which rights, claims, and defenses are fully preserved. By identifying their insured bonds, the members of the COFINA Senior Bondholders' Coalition do not agree, nor shall they be deemed to have agreed that an insurer controls the right to vote their insured bonds, or that each insurer has uniform rights in respect of its insurance policies or its insured holders.

Name of Creditor <sup>2</sup>	Address	Nature and Amount of Disclosable Economic Interests in COFINA Bonds <sup>3</sup>
Decagon Holdings 4, L.L.C.	Decagon Holdings 4, L.L.C., 800 Boylston Street, Boston, MA 02199	\$17,354,007 Insured COFINA Senior Bonds \$142,636,931 Uninsured COFINA Senior Bonds \$146,263,460 Uninsured COFINA Subordinate Bonds
Decagon Holdings 5, L.L.C.	Decagon Holdings 5, L.L.C., 800 Boylston Street, Boston, MA 02199	\$5,340,765 Insured COFINA Senior Bonds \$42,540,975 Uninsured COFINA Senior Bonds \$44,651,985 Uninsured COFINA Subordinate Bonds
Decagon Holdings 6, L.L.C.	Decagon Holdings 6, L.L.C., 800 Boylston Street, Boston, MA 02199	\$2,022,935 Insured COFINA Senior Bonds \$16,065,920 Uninsured COFINA Senior Bonds \$16,123,697 Uninsured COFINA Subordinate Bonds
Decagon Holdings 7, L.L.C.	Decagon Holdings 7, L.L.C., 800 Boylston Street, Boston, MA 02199	\$11,675,238 Insured COFINA Senior Bonds \$94,403,419 Uninsured COFINA Senior Bonds \$106,193,892 Uninsured COFINA Subordinate Bonds
Decagon Holdings 8, L.L.C.	Decagon Holdings 8, L.L.C., 800 Boylston Street, Boston, MA 02199	\$3,289,511 Insured COFINA Senior Bonds \$28,069,564 Uninsured COFINA Senior Bonds \$30,064,313 Uninsured COFINA Subordinate Bonds
Decagon Holdings 9, L.L.C.	Decagon Holdings 9, L.L.C., 800 Boylston Street, Boston, MA 02199	\$2,103,222 Insured COFINA Senior Bonds \$16,525,727 Uninsured COFINA Senior Bonds \$17,807,650 Uninsured COFINA Subordinate Bonds
Decagon Holdings 10, L.L.C.	Decagon Holdings 10, L.L.C., 800 Boylston Street, Boston, MA 02199	\$1,515,008 Insured COFINA Senior Bonds

Name of Creditor <sup>2</sup>	Address	Nature and Amount of Disclosable Economic Interests in COFINA Bonds <sup>3</sup>
		\$11,881,909 Uninsured COFINA Senior Bonds \$12,791,555 Uninsured COFINA Subordinate Bonds
Tilden Park Capital Management LP (on behalf of its participating clients)	452 5th Ave, 28th Floor New York, NY 10018	\$13,370,838 Insured COFINA Senior Bonds \$483,073,060 Uninsured COFINA Senior Bonds \$9,303,613 Uninsured COFINA Subordinate Bonds
GoldenTree Asset Management LP (on behalf of its participating clients)	300 Park Avenue 20th Floor New York, NY 10022	\$124,467,913 Insured COFINA Senior Bonds \$500,729,616 Uninsured COFINA Senior Bonds \$387,985,422 Uninsured COFINA Subordinate Bonds
Canyon Capital Advisors LLC (on behalf of its participating clients)	2000 Avenue of the Stars 11th Floor Los Angeles, CA 90067	\$270,620,000 Uninsured COFINA Senior Bonds
Old Bellows Partners LP (on behalf of its participating clients)	660 Madison Ave, #20 New York, NY 10065	\$211,356,264 Uninsured COFINA Senior Bonds
Scoggin Management LP (on behalf of its participating clients)	660 Madison Ave, #20 New York, NY 10065	\$63,046,100 Uninsured COFINA Senior Bonds
Whitebox Advisors LLC (on behalf of its participating clients)	3033 Excelsior Boulevard Suite 300 Minneapolis, MN 55416	\$10,532,484 Insured COFINA Senior Bonds \$67,668,963 Uninsured COFINA Senior Bonds \$23,895,089 Uninsured COFINA Subordinate Bonds
Taconic Capital Advisors L.P. (on behalf of funds under management)	280 Park Avenue 5th Floor New York, NY 10017	\$54,061,974 Insured COFINA Senior Bonds \$12,500,000 Uninsured COFINA Senior Bonds \$23,352,043 Uninsured COFINA Subordinate Bonds



Name of Creditor <sup>2</sup>	Address	Nature and Amount of Disclosable Economic Interests in COFINA Bonds <sup>3</sup>
Aristeia Capital, L.L.C. (on behalf of its participating clients)	One Greenwich Plaza 3rd Floor Greenwich, CT 06830	\$54,360,000 Uninsured COFINA Senior Bonds \$4,435,000 Uninsured COFINA Subordinate Bonds

**CERTIFICATE OF SERVICE**

I hereby certify that on this same date, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to counsel for the parties of record.

/s/ Carlos R. Rivera-Ortiz  
USDC-PR 303409